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Attorneys for Defendant and Counter-Plaintiff  
 CONOCOPHILLIPS COMPANY

**UNITED STATES DISTRICT COURT**

**NORTHERN DISTRICT OF CALIFORNIA**

HOUTAN PETROLEUM, INC.	)	CASE NO. CV 07-05627 SC
	)	
Plaintiff,	)	
	)	<b>JOINT JURY INSTRUCTIONS</b>
v.	)	
	)	<b>[WITH SOURCES INDICATED]</b>
CONOCOPHILLIPS COMPANY, a Texas	)	
Corporation and DOES 1 through 10,	)	
Inclusive	)	Trial Date: August 18, 2008
	)	Time: 10:00 a.m.
Defendants.	)	Courtroom: 1
	)	Before: Hon. Samuel Conti

Plaintiff and Counter-Defendant Houtan Petroleum, Inc. ("Houtan Petroleum") and Defendant  
 and Counter-Plaintiff ConocoPhillips Company ("ConocoPhillips ") hereby jointly propose the

following General and Special Jury Instructions:<sup>1</sup>

This version of the instructions includes the sources for the instructions. Pursuant to the Court's Order, a second version is being filed that does not display the sources.

**INDEX OF INSTRUCTIONS**

1. Duty of Jury
2. Duty of Jury (End of Case)
3. Burden of Proof-Preponderance of the Evidence
4. What Is Evidence
5. What Is Not Evidence
6. Evidence for Limited Purpose
7. Direct and Circumstantial Evidence
8. Ruling on Objections
9. Credibility of Witnesses
10. Conduct of the Jury
11. No Transcript Available to Jury
12. Taking Notes
13. Bench Conferences and Recesses
14. Outline of Trial
15. Stipulations of Fact
16. Impeachment Evidence-Witness
17. Expert Opinion
18. Duty To Deliberate
19. Communication With Court
20. Return of Verdict

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<sup>1</sup> The parties could not agree on the language of some of the proposed instructions and have therefore submitted alternative versions of several instructions, which are included to the instructions included with this joint submission. The parties are continuing to work in good faith to resolve any disputes, and may supplement or revise these instructions prior to or during the trial, if appropriate.

- 1 21. Corporations and Partnerships-Fair Treatment
- 2 22. Liability of Corporations-Scope of Authority Not In Issue
- 3 23. Damages-Proof
- 4 24. Party Having Power To Produce Better Evidence
- 5 25. Failure to Deny or Explain Adverse Evidence
- 6 26. Experts-Questions Containing Assumed Facts
- 7 27. Arguments of Counsel Not Evidence of Damages
- 8 28. Jury Not to Take Cue from Judge
- 9 29. All Instructions Not Necessarily Applicable
- 10 30. Predeliberation Instructions
- 11 31. Nature of Claim
- 12 32. Determining a Bona Fide Offer
- 13 33. Fair Market Value (ALTERNATIVE INSTRUCTIONS PROPOSED BY THE
- 14 PARTIES)
- 15 34. Conversion
- 16 35. Unjust Enrichment (OBJECTED TO BY PLAINTIFF)
- 17 36. Breach of Contract (ALTERNATIVE INSTRUCTIONS PROPOSED BY THE
- 18 PARTIES)
- 19 37. Contract Damages (ALTERNATIVE INSTRUCTIONS PROPOSED BY THE
- 20 PARTIES)
- 21 38. Interpretation-Construction of Contract as a Whole
- 22 39. Franchise Relationship
- 23 40. Franchisor
- 24 41. Franchisee
- 25 42. Marketing Premises
- 26 43. Leased Marketing Premises
- 27 44. Termination
- 28 45. Essential Elements of Plaintiff's Claim-Generally

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- 46. Unclean Hands (TO BE PROPOSED BY CONOCOPHILLIPS)
- 47. Punitive Damages (TO BE PROPOSED BY CONOCOPHILLIPS)
- 48. Disgorgement (TO BE PROPOSED BY CONOCOPHILLIPS)

Dated: August 8, 2008

BLEAU / FOX,  
A Professional Law Corporation

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Dated: August 8, 2008

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